NTG Nordic Transport Group acquires SCHMALZ+SCHÖN Holding GmbH

August 2, 2024 9:55 PM CEST

Company announcement no. 6 – 24
2 August 2024

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NTG Germany GmbH ("NTG"), a fully owned subsidiary of NTG Nordic Transport Group A/S, has signed an agreement to acquire 100% of the shares in German-based SCHMALZ+SCHÖN Holding GmbH ("SSH").

Founded in 1959, SSH specialises in road and logistics services, offering tailored solutions to complex challenges for its long-standing customer base. Known for high quality and reliability, SSH operates from its headquarters in Stuttgart and 27 additional sites across Germany, with key hubs in Stuttgart, Bautzen, Hamburg, Berlin, and Frankfurt.

In addition to its road and logistics services, SSH provides air and ocean freight services, contributing around 15% of total revenue.

The company employs around 330 white-collar staff in total.

For the financial year ending 31 December 2023, SSH reported EUR 153.3 million in revenue and an EBIT of EUR 10.4 million. On an adjusted basis, SSH is expected to contribute with approximately EUR 5.5 million to NTG's consolidated adjusted EBIT over the next 12 months. Following closing, further details regarding the impact on NTG's financial outlook for 2024 (if any) will be provided.

Transaction Overview

- NTG will acquire 100% of the shares in SSH.
- The transaction values 100% of the shares in SSH at EUR 39.1 million on a cash and debt free basis.
- Additional earn-out payments, contingent on achieving certain criteria, will potentially be payable annually until 2029, with a maximum payment of EUR 5.0 million in total.
- IFRS 16 lease liabilities are estimated at EUR 42.6 million which will not affect the purchase price.
- NTG will finance the purchase price with available cash and credit facilities.
- The transaction is subject to merger control approval.
- Closing of the transaction is expected within three months.

Clear Strategic Benefits
The acquisition of SSH marks a significant milestone for NTG, doubling its revenue in Germany and significantly strengthening its road and logistics network. SSH's company culture, decentralised operating model, and core values align with those of NTG, providing a strong foundation for future growth and M&A in the German market.

NTG anticipates no material synergies from the acquisition. Due to the special characteristics of SSH's operations, the SSH group of companies will not migrate to NTG's existing TMS platform in the foreseeable future. Finalisation of integration is expected during the first half of 2026.

Jesper Petersen, CEO of Road & Logistics at NTG, comments:
"*We are thrilled to welcome the SSH team to NTG. This acquisition underscores our ambition to expand and strengthen our European footprint in the Road & Logistics division. With the addition of SSH, we significantly enhance our presence in Germany and boost the development of our Continental European operations. SSH's heritage, groupage capabilities, and strong customer relationships are a testament to their success, and I am confident that this partnership will unlock numerous future opportunities*".

Frank Penkwitt, owner and member of the Board of Directors, SSH, comments:
"*SSH and NTG are a perfect match, united by shared values both corporately and personally. Ensuring stability and continuity for our cherished employees, customers, and partners was paramount in this decision. I am deeply grateful for the employees' unwavering loyalty and support throughout the years, and I am excited to continue my journey with SSH as we join the NTG family. With NTG's global scale and geographical reach, we enhance and expand our offerings to deliver even better solutions for our customers in the future*".

About NTG
NTG is a global freight forwarding company offering customised transport solutions by road, rail, air, and ocean. With approximately 2,000 dedicated employees across more than 20 countries, NTG serves customers worldwide. For further information, please visit www.ntg.com.

About SCHMALZ+SCHÖN
SSH is a German freight forwarder offering tailored solutions primarily in road and logistics. Headquartered in Stuttgart, SSH operates 27 additional sites across Germany and employs around 330 white-collar employees. For further information, please visit www.schmalz-schoen.com/en.

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Attachment

- Company announcement no. 6 2024